

**EXHIBIT 12**

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KELLER ROHRBACK, L.L.P.

THE HONORABLE MICHAEL J. FOX  
Noted for Hearing: Tuesday, January 13, 2004

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FEDERAL COUNSEL ON

MAR 25 2004

SUPERIOR COURT OF WASHINGTON IN AND FOR KING COUNTY

JOHN J. MAGUIRE, on behalf of himself and  
others similarly situated,

Plaintiff,

v.

GMAC MORTGAGE CORPORATION, a  
corporation,

Defendant.

No. 03-2-32393-4 SEA

[AMENDED PROPOSED] ORDER  
CERTIFYING CLASS ACTION  
PURSUANT TO  
CR 23(b)(2)

Before this Court is Plaintiff's Motion for an Order pursuant to Rule 23(b)(2) of the Washington Rules of Civil Procedure that the above-entitled action is to be maintained as a Class Action for and on behalf of Plaintiff and other borrowers who are within the Class definitions.

The Court has considered Plaintiff's Motion, together with supporting exhibits and declarations, Defendant's Opposition, and Plaintiff's Reply, and heard arguments of counsel.

The Court makes the following Findings of Fact with respect to Plaintiff's Motion:

1. Plaintiff and the proposed Classes meet all of the requirements of CR 23(a):
  - (a) The proposed Classes are so numerous that joinder is impracticable given that their numbers are estimated to range in the thousands.
  - (b) The proposed Classes share common questions of law and fact because the Defendant allegedly engaged in a common course of conduct toward Plaintiff and proposed Class members.

[AMENDED PROPOSED] ORDER CERTIFYING  
CLASS ACTION PURSUANT TO CR 23(b)(2)- 1

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(c) The Class Representative's claims are typical of the Classes because they arise from the same alleged course of conduct and are based on the same legal theories.

(d) The Class Representative and his counsel will fairly and adequately protect the interests of the Classes.

2. Plaintiff and the proposed Class satisfy the requirements of CR 23(b)(2):

(a) The Defendant has allegedly acted or refused to act on grounds generally applicable to the proposed Classes, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the class as a whole.

(b) Declaratory or injunctive relief is an integral part of the relief sought by Plaintiff and the proposed Classes.

It is, accordingly, hereby ORDERED:

1. This action shall be maintained as a Class Action under CR 23(b)(2) on behalf of the following Payoff Statement Fee Class:

All persons who, within the applicable statute of limitations, paid or will pay in the future a "payoff statement fee" to, or for the benefit of, Defendant GMAC Mortgage Corporation ("GMAC") in connection with paying off a loan secured by a Deed of Trust, where the Deed of Trust contained the following provision, or one substantively equivalent: *Upon payment of all sums secured by this Security Instrument, Lender shall request Trustee to reconvey the Property and shall surrender this Security Instrument to Trustee. Trustee shall reconvey the Property without warranty and without charge to the person or persons legally entitled to it. Such person or persons shall pay any recordation costs.*

2. This Class includes a sub-class of persons with Deeds of Trust from property located in the State of Washington who have a claim under RCW 19.86.020 of the Washington Consumer Protection Act.

~~3. This action shall be maintained as a Class Action under CR 23(b)(2) on behalf of the following Substitution of Trustee Class:~~

~~All persons who, within the applicable statute of limitations, paid or will pay in the future "recordation costs" to, or for the benefit of, Defendant GMAC Mortgage Corporation ("GMAC") for the filing of a "Substitution of Trustee" in~~

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connection with the paying off a loan secured by a Deed of Trust securing property where the Deed of Trust contained the following provision, or one substantively equivalent: Upon payment of all sums secured by this Security Instrument, Lender shall request Trustee to reconvey the Property and shall surrender this Security Instrument to Trustee. Trustee shall reconvey the Property without warranty and without charge to the person or persons legally entitled to it. Such person or persons shall pay any recordation costs.

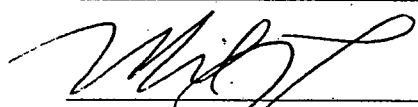
~~4. This Class includes a sub-class of persons with Deeds of Trust from property located in the State of Washington who have a claim under RCW 19.86.020 of the Washington Consumer Protection Act.~~

5. Judgment in this action, whether or not favorable to the aforesaid Class or any member thereof, shall include all members of said Class.

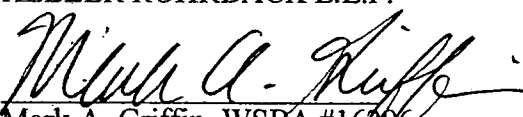
6. Plaintiff John J. Maguire is appointed Class Representative.

7. Keller Rohrbach, LLP; Beckett Law Offices, PLLC; Williamson & Williams; and David Leen & Associates, PLLC are hereby appointed and designated as counsel for the above-mentioned Class and are authorized to act on behalf of the members of the Class.

DONE IN OPEN COURT on this 25 day of March, 2004.

  
HONORABLE MICHAEL J. FOX  
Judge of the Superior Court of the State  
of Washington, for King County

Presented by:  
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CLASS ACTION PURSUANT TO CR 23(b)(2)- 3

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[AMENDED PROPOSED] ORDER CERTIFYING  
CLASS ACTION PURSUANT TO CR 23(b)(2)- 4

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